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NAME: CLIFFORD M. KING

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FLORIDA DIVISION OF CORPORATIONS

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((H96000013832 6))

TO: DIVISION OF CORPORATIONS
(904) 922-4001

FROM: CLIFFORD M. KING
072100000320

CONTACT: CLIFFORD M KING
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SECRETARY OF STATE
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NAME: KEY WEST EMPORIUM, INC.

AUDIT NUMBER.....H96000013832

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 23, 1996

D. GLYNNE OWEN, ESQ.
OWEN, LAIL & MCCLURE
5100 POPLAR AVE., STE. 2214 CLARK TOWER
MEMPHIS, TN 38137

The name KEY WEST EMPORIUM, INC. has been reserved for 120 days beginning July 23, 1996. The reservation number is R96000003532 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 096A00035445

ARTICLES OF INCORPORATION
OF
KEY WEST EMPORIUM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Key West Emporium, Inc.

2. Principal Office. The principal office of the Corporation is:

3955 Roberts Point Road
Sarasota, Florida 34242

3. Mailing Address. The mailing address of the Corporation is:

3955 Roberts Point Road
Sarasota, Florida 34242

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

Prepared by:
Clifford M. King
1800 Second Street, Suite 855
Sarasota, FL 34236
Telephone: (941) 365-0365
Fax: (941) 954-4762
Florida Bar No. 0745390

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5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend, or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:


Clifford M. King
Suite 855
1800 Second Street
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

Clifford M. King
Suite 855
1800 Second Street
Sarasota, Florida 34236

Dated this 2nd day of October, 1996.


Clifford M. King
Incorporator and Registered Agent

Prepared by:
Clifford M. King
1800 Second Street, Suite 855
Sarasota, FL 34236
Telephone: (941) 365-0365
Fax: (941) 954-4762
Florida Bar No. 0745390

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